

# BY LAWS OF THE ALDEN BRIDGE VILLAGE ASSOCIATION, INC.

## ARTICLE ONE -GENERAL

Section 1.01. Name and Location. The name of this organization shall be the Alden Bridge Village Association, Inc. (“Association”). The principal office of the Association shall be in the Village of Alden Bridge (“Village”), The Woodlands, Texas. The Association may have such other offices as may from time to time be designated by the members of its Board.

Section 1.02. Fiscal Year. The Association shall have a fiscal year beginning on June 1, and ending on May 31 of the following year. The annual budget shall be voted on and approved at the May meeting of the Board.

Section 1.03. Governing Laws. Insofar as Federal Law does not apply, the provisions of these By-Laws shall be governed by and constructed in accordance with the laws of the State of Texas.

## ARTICLE TWO - DEFINITIONS

As used in these By-Laws, the word “Resident”, when capitalized, shall refer to a person whose principal place of residence is within the Village of Alden Bridge; the word “Member”, when capitalized, shall refer to a residential property owner or resident of the Village of Alden Bridge; the word “Board” shall refer to the Board of Directors as defined in Article 7.01; and, the word “Membership” when used as a noun shall refer to all Village of Alden Bridge residents or residential property owners.

## ARTICLE THREE - MEMBERS

Section 3.01. Members. All Residents of the Village who have attained the age of 18 years shall be Members of the Association. In addition, the Board may by a simple majority vote appoint non-Alden Bridge residents as members if they do conduct business in Alden Bridge. Such appointed members shall have the full rights as all other Members including eligibility to be appointed as an Area Representative and to serve as an Elective Officer.

Section 3.02. Voting Rights. Each Member shall have one (1) vote, subject to the following exceptions and conditions:

1. Any Member who is in violation of The Woodlands Covenants, in accordance with the Memorandum of Transfer and Succession of The Woodlands Community Association, The Woodlands Association and The Woodlands Commercial Owners Association to The Woodlands

Township, which was recorded in the Official Public Records of Real Property of Montgomery County under File No. 2009-116493, as determined by the The Woodlands Township and the Residential Design and Review Committee (RDRC) of the Village of Alden Bridge (the “Woodlands Covenants,” shall not be entitled to vote during any period in which such violation continues.

2. The Board may make such regulation consistent with the terms of the Woodlands Covenants and the Articles of Incorporation of the Association for any meeting of Members, including but not limited to, proof of membership in the Association, evidence of the right to vote, the appointment and duties of inspector of votes, registration for voting, absentee balloting, and such other matters concerning the conduct of meeting and voting.

#### ARTICLE FOUR - MEETINGS

Section 4.01. Transitional Meeting. The first (1<sup>st</sup>) Tuesday in March following the annual election, if such meeting is needed, the outgoing officers and committee chairs will meet with incoming officers for a report on status of ongoing events and duties and review of financial reports.

Section 4.02. Annual Meeting of the Association. There may be an annual meeting of the Association each year, for receiving reports (Secretary and Treasurer, summarization and conclusion of outgoing business) and transaction of other business (installation of new Board of Directors). Such meeting shall be on the second (2<sup>nd</sup>) Tuesday of March unless otherwise ordered by the Board of Directors. Meetings shall be open to all Members. Notice of such meeting shall appear in publication of local circulation on at least two occasions within the thirty (30) day period next preceding the time of the appointed meeting.

Section 4.03. Regular Meetings of the Board. Regular meetings of the Board shall be held on the second (2<sup>nd</sup>) Tuesday of each month unless such day is changed by the Board. The meeting may be changed upon twenty-eight (28) days notice to Members at a regular meeting. This meeting shall consist of the Board and any other Members. Members shall be provided the opportunity to present comments at the meeting. Notice of monthly meetings shall be made in such manner as may reasonably be determined by the Board of Directors to give the Members actual notice of the meeting.

Section 4.04. Special Meetings of the Association. Special meetings of the Association may be called at any time on the written or e-mail request of not less than twenty-five (25) Members of the Association. A minimum of ten (10) days notice of any special meeting must be given to the Association, which notice may be made by methods determined by the Board to give the Members actual notice of the meeting, and the notice must state the purpose of the meeting.

Section 4.05. Meeting Notice. Notification for special meetings of the Board of Directors or workshops may include written request by first class mail, facsimile, electronic mail (e-mail), telephone, in person, or any combination thereof. Notification time is the postmark date or on electronic transmission (fax or e-mail) the date and time the message is sent, or notification log for in person or telephone contact.

Section 4.06. Special Meetings of The Board of Directors. Special meetings of the Board of Directors may be called at any time by the President, or in his absence, by the Vice President, or by the request of a majority of the Board of Directors. A minimum of twenty-four (24) hours notice of any special meeting must be given to the Board of Directors, and the notice must state the purpose of the meeting.

Section 4.07. Workshops. The Association's Board of Directors may hold workshops for the purpose of detailed discussion of business deemed necessary by the Executive Committee as defined in Article Nine or Committee Chairperson as defined in Article Ten. Notification of workshops to the Board must be made at least seventy-two (72) hours in advance and state the topic(s) of discussion.

Section 4.08. Rules of Order. Roberts Rules of Order (10<sup>th</sup> Edition, published by Perseus Publishing, Copyright 2000, or more recent addition if approved by a majority of the Board at the annual meeting) shall govern all meetings where the by-laws are silent. Special rules may be developed by the Executive Committee and approved by the majority of the Board of Directors present and voting. In cases of conflict between Roberts Rules and special rules, the special rules will govern.

Section 4.09. Rules of Conduct. The Association meetings are intended, among other things, to provide a forum for open discussion of Residents' concerns and interests. Proper conduct and decorum shall be maintained by persons in attendance at all meetings and at all times.

Reasonable rules of conduct at meetings shall be enforced by the Executive Committee, which is empowered to use any lawful means or law enforcement entity to maintain order and decorum in the Association's meetings. Such reasonable rules of conduct specifically prohibit any violation of public law, and shall include without being limited to: disruptive or disorderly conduct, use of abusive or profane language or gestures, acts designed to intimidate, offend or threaten harm to other persons, and actions intended to damage or destroy property.

Any person who is asked to leave a meeting for actions of misconduct or improper decorum, said request being made by the meeting's Chairman, or escorted from a meeting by a law enforcement official, shall not have any legal recourse against the Association for any action taken in good faith by its Chairman or any other member.

Upon a majority vote of the Board of Directors, the Association shall be authorized to pursue legal action against any individual who engages in any illegal act(s) at any meeting.

Section 4.10. Quorum. A simple majority of the Board including at least two (2) officers present shall constitute a quorum. If there is fewer than this number present, the presiding officer may adjourn the meeting until a quorum is present.

## ARTICLE FIVE - OFFICERS

Section 5.01. Elective Officers. The elective officers of the Association shall be the President, Vice President, Secretary and Treasurer, who shall be nominated and elected by the Board at the Annual Meeting. All Officers must be in good standing with The Woodlands Township, not in violation of The Woodlands Covenants, must be Members of the Association as defined in Article Three, may not reside in the same household as any other officer, and must have served on the Board for two years prior to assuming an officer position.

Section 5.02. President. The President is the chief officer of the Association. The President will:

1. Direct the activities of the Association.
  - a. Preside at all meetings of the Board.
  - b. Have general charge and supervision of the business of the Association.
  - c. Provide written agenda for such meetings.
2. Communicate to the Members such matters and make suggestions that promote the welfare and increase the usefulness of the Association.
3. Oversee the duties of all Committee Chairpersons.
4. Perform such other duties as are necessarily included in this office.

Section 5.03. Vice President. The Vice President shall perform all duties of the President in the President's absence. In addition, the Vice President will:

1. Be the parliamentarian for all meetings, making final rulings as to applicability of Roberts Rules of Order or special rules adopted by the Board.
2. While the Vice President is acting as president, the Board should elect a temporary parliamentarian.

Section 5.04. Secretary. The Secretary will:

1. Keep record of all proceedings.
2. Present and distribute at each annual and regular meeting written minutes of the previous annual or regular meeting or any special meeting.
3. Keep an attendance roster of the Board in attendance at all meetings.

4. Prepare and send all Board and Association correspondence.
5. Maintain the record copies of official minutes and documents of the Association.
6. Act as Registered Agent for the Association. At any time there is a change in this position notification must be made with the Secretary of State and Montgomery County to reflect the Registered Agent's name and address.

Section 5.05. Treasurer. The Treasurer will:

1. Keep an account of all monies received and expended for the use of the Association, and make disbursements authorized by the Board.
2. Maintain Association depositories approved by the Board, with funds drawn on signatures of the President, Vice President, Secretary or Treasurer in accordance with directives from the Board.
3. Provide a report of receipts, assets and liabilities of the Association at all duly organized meetings.
4. Prepare an annual budget, report of receipts, disbursements and final balances for the incoming Board.
5. Assist the President in the preparation of all necessary filings with any regulatory agencies.

## ARTICLE SIX - AREA REPRESENTATIVES

Section 6.01. Membership. Area Representatives shall be at-large positions, provided no action has been taken by 2/3 majority vote of the Board for representation of specific sub-divisions within the Village of Alden Bridge to these positions. Area Representatives shall be duly elected as defined in Article Eight. They must be in good standing with The Woodlands Township, and must be Members of the Association as defined in Article Three.

Section 6.02. Duties. Area Representatives will:

1. Attend monthly meetings of the Association.
2. Participate actively and effectively on at least one (1) committee as defined in Article Ten.
3. Volunteer for at least two (2) functions in which the Alden Bridge Village Association participates.
4. Perform such other duties as are necessarily incident to the office.

## ARTICLE SEVEN - BOARD OF DIRECTORS

Section 7.01. Membership. The Association shall have a Board composed of the following:

1. The President, the Vice President, the Secretary and the Treasurer of the Association.
2. All duly elected Area Representatives as defined in Article Six.

Section 7.02. Duties. The Board shall have supervision, control and direction of the affairs of the Association, and shall execute the policies and decisions of the Membership, shall actively pursue the Association's objectives, and shall have discretion in the disbursement of funds. It may adopt such rules for the conduct of its business as shall be deemed advisable and may in the execution of powers granted appoint committees or agents.

Section 7.03. Removal of Directors. Any member of the Board is removed for the following:

1. Resignation.
2. No longer meeting qualifications of position.
3. Non-attendance at three consecutive regular meetings of the Association. Attendance at a meeting is defined as presence during the portion of the meeting in which a quorum is needed to conduct business.

Such Area Representative will be removed immediately following acceptance of such action by a two-thirds (2/3) majority of the Board present and voting.

Section 7.03 (a). Non-immediate Removal of Area Representative. At such a time that the Board determines that the best interest of the Association will be served by the removal of any Area Representative, a proposal of such action may be introduced to the Board by any Board member. Should such action be accepted by a two-thirds (2/3) majority of the Board members present and voting, the matter will be tabled until the next regular meeting. In the ensuing month, the subject Area Representative will be notified of the Board's action in proper manner and given an invitation to be present at the next meeting to discuss the subject of the Area Representative's dismissal with the Board.

At the next meeting the matter will be reviewed and hearing held, including any statement that the subject Area Representative may wish to make. A vote of the Board on the previous motion to remove will be taken, and if the action is sustained by two-thirds (2/3) vote of the Board, the subject Area Representative will be notified of being removed from the Board and the office will be declared vacant. The Board shall fill any vacancy created for the remaining term of office by a majority vote of the Board at the next regular Board meeting.

## ARTICLE EIGHT - ELECTIONS

Section 8.01. Association. The Association elections shall take place annually on the date specified by The Woodlands Township or such other date as the Board may establish from time to time, providing a minimal written notice of ninety (90) days on at least two separate occasions thirty (30) days prior to the

election date. Voting shall be by secret ballot. Any Board Member shall be eligible for re-election. Candidates who receive a plurality of votes cast shall be elected.

The election procedures shall be those currently in use by The Woodlands Township for Village Association Boards.

Section 8.02. Conflict of Interest. All candidates for the Alden Bridge Village Association must be free from a conflict of interest between their duties as elected officials and activities, which generate personal benefits from or their allegiance to other duties, position or special interest.

A “conflict of interest” is defined as voting on a resolution or participating in a discussion when a Board member (or immediate family member) has a financial interest in the outcome of such vote or discussion.

Written notice shall be given to the accused Board member prior to the meeting in which the conflict of interest is to be discussed and voted upon by the Board. The accused Board member shall have the opportunity to respond to the accusation at the meeting in which the vote is to take place.

Section 8.03. Area Representatives. Area Representatives shall be at-large positions representing the Village of Alden Bridge as a single district and elected for a two-year term. Area Representatives will be the candidates who receive the highest number of votes and shall fill the positions in descending order of plurality of votes.

Area Representatives shall be elected on an as-needed basis to retain the maximum number permitted. The Woodlands Township will be advised prior to elections of the number needed to be elected each year. The maximum number of Area Representatives shall be nineteen (19).

Section 8.04. Election Results. The President shall notify newly elected Area Representatives. Newly elected Area Representatives and Officers shall be installed at the Annual Meeting.

Section 8.05. Vacancies. Vacancies in any Area Representative position shall be filled by majority vote of the Board present and voting at a duly called meeting of said Board. Any Area Representative so elected to fill a vacancy shall hold office for a term equal to the unexpired term of the Area Representative they succeed.

## ARTICLE NINE -EXECUTIVE COMMITTEE

Section 9.01. Composition. The officers (President, Vice President, Secretary, and Treasurer), and one Area Representative elected by the Board (exclusive of the officers) shall constitute the Executive Committee, as elected at the March Meeting.

Section 9.02. Duties. The Executive Committee shall have supervision of the affairs of the Association during and between its regular meetings, make recommendations to the Association, and perform such other duties as are specified in these By-Laws.

## ARTICLE TEN - COMMITTEES

Section 10.01. Structure. Standing committees will consist of at least three (3) Board members with one (1) Board Member acting as chairperson and any other Member(s) of the Association in good standing with The Woodlands Township. All committee members are appointed for a one-year term.

### Section 10.02. Standing Committees.

1. Audit:

Consisting of two officers other than the Treasurer, and one (1) Area Representative appointed by the Board, this committee shall be charged with responsibility for an annual review of the reports of receipts, disbursements, and fund balances; i.e., bank statements, cancelled checks and deposit slips, and supporting invoices, and prepare a report on their findings. The audit shall be conducted in June and their report shall be presented at the July Board meeting.

2. Communications:

Contacts media for Village affairs, prepares monthly article for The Woodlands Community Magazine, and maintains the Association website, and is responsible for public relations pertaining to the Association.

3. Social:

Plans, coordinates, and presents social activities for the Association.

4. Scholarship:

Plans, promotes, raises funds for and awards scholarship.

Section 10.03. Ad Hoc. Ad Hoc committees can be formed by the Board to complete any functions deemed necessary for conduct of business or activities of the Association.

Section 10.04. Township Representative and Advisory Council Representatives. Upon request from The Woodlands Township, the Board may elect a Township Representative representing the Village of Alden Bridge. Such Township Representative shall be elected by a majority of the Board present and voting. Such Township Representative shall service as a non-voting advisor to The Woodlands Township, communicating the business and news of the Village



of Alden Bridge to The Woodlands Township. Further, from time to time, The Woodlands Township may establish certain Advisory Councils. In that event, the Board may elect representatives to represent the Village of Alden Bridge to such Advisory Councils. Such representatives shall be elected by a majority of the Board present and voting.

#### ARTICLE ELEVEN - AMENDMENTS

Section 11.01. Amendments. Proposals that these By-Laws be amended or repealed may be made with a two-thirds (2/3) vote of the Board at any duly organized meeting of the Board. Notice of the proposed change(s) shall be given prior to voting on the adoption at the next regular meeting of the Board; adoption of the proposed change(s) shall be by two-thirds (2/3) vote of the Board.

#### ARTICLE TWELVE - RESOLUTIONS

Section 12.01. Resolutions. Resolutions shall be considered by the Board only upon submission in writing to the Secretary at least seven (7) days prior to a Board meeting. A two-thirds (2/3) vote of the Board is required for passage of any resolution.

#### ARTICLE THIRTEEN - LIABILITIES

Section 13.01. Liabilities. No member, officer, agent or employee shall be liable for their actions or omissions under these By-Laws excepting only actions or omissions arising out of his/her gross negligence or willful misconduct.

#### ARTICLE FOURTEEN - FUNDS

Section 14.01. Finances. The Association is not intended as a profit making organization, nor is it founded with the expectation of making a profit. The Association shall use its funds only for objects and purposes specified in the Articles of Incorporation.

Section 14.02. Bonding. Persons entrusted with the handling of Association funds may be required at the discretion of the Board to furnish, at Association expense, a suitable fidelity bond.

#### ARTICLE FIFTEEN - INSURANCE

Section 15.01. Insurance. General Liability, Officers and Directors insurance, or its equivalent, shall be maintained for the Board of the Alden Bridge Village Association.

## ARTICLE SIXTEEN - DISSOLUTION

Section 16.01. Dissolution. The Association may be dissolved upon the affirmative vote of two-thirds (2/3) of the Board then in office, and the affirmative vote or written approval of at least two-thirds (2/3) of the total Members of the Association entitled to vote as stated in Articles of Incorporation, Article 10.

Any remaining funds shall be distributed to a non-profit organization to selected by a majority of the Board.

## ARTICLE SEVENTEEN - BY-LAWS BINDING

Section 17.01. Binding. These By-Laws shall be binding upon all Members of the Association whether or not they voted in the affirmation for their adoption.

~~SIGNED AND APPROVED ON~~ October 10, 2017.

*Darla D. Bell* (signature)

DARLA D. BELL, Secretary

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